

About these issues:

Each of these issues will be called independently to a vote. Each will be numbered followed by a descriptive title and a summary of the issue. (which have no bearing beyond identification and clarification) What you are voting on are the changes to the bylaws that follow each issue. Ultimately, it is these changes NOT the summary or descriptive title that matter. Any text of the existing bylaws that is to be removed will be ~~striketrough~~. (For purposes of reading, you can delete these altogether and read as if they are not there. The strikethrough notation is purely to highlight language that is being removed from the bylaws) Any new language that has been added will be in [blue text](#).

To be explicitly clear: you are voting on the implementation of these removals, additions and edits to the bylaws, not any descriptions, headings or other notation present.

Issue 1: Approve all proposed bylaw changes.

Please examine “Exhibit A” which represents the new proposed bylaws in their entirety. A vote in favor of Issue 1 is a complete approval of all proposed changes.

If you approve Issue 1, it is equivalent to voting to approve Issues 2 through 9 that follow and you need not vote further. If you disapprove Issue 1(all changes) but wish to support some of the individual proposals, please continue and vote yay or nay for individual Issues 2 through 9.

Any Member who votes in favor of issue 1 but abstains from voting on individual voting will be counted as an affirmative vote in the tallies for each individual Issue 2 through 9.

Issue 2: Overhaul Membership rules, requirements, privileges and procedures.

This issue moves the definition of member levels out of the bylaws into a Membership Addendum, which will follow the bylaw changes. It also removes ambiguities, conflicting language and seeks to deal with membership consistently. Do not rely on this summary to make your decision: the full text is below. Please also see “Exhibit B” which is the proposed Membership Addendum.

Membership Classes

1. ~~Sad Bee, Inc. shall have two (2) classes of members: Full Members and Contributing Members.~~
2. **Sad Bee, Inc.** shall have levels of membership as defined by the **Membership Addendum** located at the following url:
https://docs.google.com/document/d/1ned6WKvyrOmDWPOSelgdf4Sjl4Nupl8PuWWgu_gApxM/edit (temporary until moved to the wiki) which are subject to the approval of the membership by quorum vote.

Eligibility

1. In order to be a **member**, a person must apply via the membership application, support the purpose and specific goals of the organization and must pay the monthly membership fee as determined by ~~the board of directors~~ **Membership Addendum**.
2. Any eligible person may be approved as a ~~Full, Cornerstone, or Contributing~~ **member**, at any ~~regular~~ meeting **with any board member or officer and** upon payment of their first periodic dues, **general approval consent** of ~~all~~ members present, and completion of the membership application form and waiver of liability.
3. In order for a membership to be valid, the official membership application must be signed by an **Officer or Director as defined by these bylaws**.
4. Members must be at least 18 years of age.

Rights and Responsibilities

1. All **members** shall have the right to:
 - a. vote on:
 - i. the election of directors and officers,
 - ii. any merger and its principal terms,
 - iii. any election to dissolve the corporation,
 - iv. ~~the acceptance or termination of memberships,~~

- v. any issue put before the membership,
 - b. voice their opinion and vote their preference or abstain from voting in the affairs of the corporation.
 - c. In addition, all members shall have all rights afforded members under the law, and any other rights granted by resolution of the board of directors.
 - d. any extra rights as listed under the **Membership Addendum**.
- 2. All **Members** shall be responsible for:
 - a. timely payment of monthly dues as determined by the **board of directors Membership Addendum**
 - b. providing their current address, contact information, and preference for electronic receipt of communications,
 - c. thoughtfully contributing to **Sad Bee, Inc.'s** direction and policies,
 - d. continuing to support the purposes of the corporation,
 - e. obeying any rules set forth by the board such as a noise curfew.
 - f. At the time a member's eligibility expires, he must forfeit his or her method of entry in addition to any other property owned by **Sad Bee, Inc.** to a member of the board of directors or an officer.
 - g. any extra responsibilities as listed in the **Membership Addendum**.
- 3. ~~In addition to the above rights and responsibilities, all **Full Members** shall have the right to:~~
 - a. ~~a key or other method of entry to the physical workspace;~~
 - b. ~~twenty-four hour access to the physical workspace;~~
 - c. ~~reasonable inspection rights of corporate records;~~
 - d. ~~store a reasonable amount of equipment at the space;~~
 - e. ~~nominate a qualified person to be a **Member**.~~
- 4. ~~In addition to the above rights and responsibilities, a **Cornerstone** member shall:~~
 - a. ~~Pay a higher monthly membership fee than either a **Full** or a **Contributing** member.~~
 - b. ~~Enjoy any rights and privileges reserved for this level of membership.~~

Termination of Membership

1. A person ceases to be a member of the corporation
 - a. by delivering his or her resignation in writing the **Membership at Large**,
 - b. on his or her death,
 - c. on being expelled, or
 - d. on having been a member not in good standing for **3 consecutive months**, except by special arrangement at the discretion of the **Board of Directors**.
2. Any member may resign by filing a written resignation with the **Board of Directors, Officers and Membership at large**, or by mailing or delivering it to the address of the corporation.
3. Resignation shall not relieve a member of unpaid dues or other monies owed.
4. Membership may also be terminated for any reason by resolution passed by more than **three quarters (3/4ths)** of the voting members.
 - a. Notice of termination shall be given by any method reasonably calculated to provide actual notice to the member.
 - b. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - c. The member shall be given an opportunity to be heard, either orally or in writing, before the effective date of the proposed termination.
 - d. The hearing shall be held, or the written statement considered, by the members.

- e. The members shall then vote on whether the membership is to be terminated.
5. The corporation reserves the right to limit membership based on the capacity of the space.
6. Upon resignation or termination, ~~members will be removed from the access list for the door, and unsubscribed from the member email list. They may remain on the discussion list if they so choose.~~ members will have their membership rights and responsibilities revoked.

Suspension of Membership

1. Membership may be suspended for non-payment of dues by the **Board of Directors**.
2. Any suspended member may restore their membership **90 days** after suspension upon payment of dues owed and payable through one month beyond the end of the suspension period.
3. In order for the suspension to be lifted, the suspended member must go through the same vetting process as occurs on acceptance of a new member.
4. A majority of the board can vote to suspend the membership of a member, at which time their access to the space will also be suspended.

Dues

1. The amount of the first monthly membership dues must be determined by the **Board of Directors** and after that the monthly membership dues must be determined at the annual general meeting of the corporation.
2. The **Board of Directors** shall determine the dues for **Cornerstone, Full and Contributing members** such that the corporation shall be financially sustained.
3. ~~Dues for Contributing Members shall be determined such that they are less than the dues for Full Members and are affordable to students and others who cannot afford the Full Member dues.~~
4. ~~Dues for Cornerstone Members shall be determined such that they are more than the dues for Full Members and grant additional rights and privileges as determined by the Board of Directors.~~
5. ~~Students paying the Contributing Member dues are granted the rights of Full Members.~~
6. All members are in good standing except a member who has failed to pay his or her current monthly membership fee, or any other subscription or debt due and owing by the member to the corporation, and the member is not in good standing so long as the debt remains unpaid.
7. ~~Member dues may be waived for a three month period due to financial hardship or relocation by written petition signed by more than three quarters (3/4ths) of the Board of Directors.--~~
(Proposed for removal)

Issue 3: Overhaul Meetings Procedures

Regular Meetings

1. Regular meetings of the membership shall be held on a weekly basis.
2. The meeting shall be held at the registered address or at a location determined by the **Board of Directors**.
3. A different meeting place may be designated and agreed up by **Votes of the Membership as defined in these Bylaws**. ~~written petition signed by more than three quarters (3/4ths) of voting members.~~
4. Regular meetings of voting members shall be held **every Tuesday at 19:1549:30** EST.

Annual Meetings

1. An annual meeting of members shall be held in the month of **July, beginning in 2009**. The President or their delegate shall fix the date, time, and location.
2. ~~The Board of Directors~~ **The Secretary** shall notify members as provided in the section of these bylaws entitled **Notice of Meetings**.
3. ...

Notice of Meetings

1. Notice of annual meetings of members, shall be written and shall be given **at least 10 but no more than 60 days** before the meeting date.
2. Notice of regular meetings may be given personally, by email or any other means reasonably calculated to provide actual notice to all members. If email is used, notice shall be sent to the member at his or her email address shown in the corporation's membership records.
3. Special meetings require **72 hours** notice considered delivered only when all voting members are personally notified ~~and given an opportunity to sign a special meeting petition.~~
4. For all meetings, the notice shall state the nature of the business to be transacted by the members.
5. For a meeting where ~~directors are elected~~ **elections are held**, the notice shall state the names of all persons who are nominees for ~~director office~~.
6. The time and place of upcoming meetings shall be **conspicuously posted** at the registered office and electronically sent to all voting members.
7. Announcements regarding changes to meeting date, time, or venue shall be made to the entire membership with a minimum of **48 hours** notice.

Remote Attendance

1. Members may participate in a meeting through use of conference telephone, electronic video screen communication, electronic chat, or other communications equipment so long as all of the following apply:

- a. each member participating in the meeting can communicate with all of the other members ~~concurrently~~;
 - b. each member is provided with the means of participating in all matters under consideration, including the capacity to propose, or to interpose, an objection to a specific action to be taken by the corporation; ~~and~~
 - c. the Corporation verifies that (i) a person communicating by telephone, electronic video screen, or other communications equipment is a member with voting privileges, and (ii) all motions, votes, or other actions required to be made by a member were actually made by a member and not by someone who is not entitled to participate as a member.
2. Votes by the Directors may not be made by proxy. Directors must attend the meeting of the Board of Directors, either in person or remotely through teleconference methods arranged with the Board before the meeting, in order to vote on matters placed before the Board of Directors.

Votes of the Membership

~~When a quorum is present,~~ All issues **requiring a vote**, except when otherwise specified in these bylaws, shall be decided by affirmative vote of **more than 50% (one half)** of the ~~quorum-voting-members present~~.

Quorum

1. Quorum for a vote of the membership shall require attendance of at least **half (50%)** of the existing membership on the day of the vote.
2. For the purposes of calculating the quorum, properly submitted proxy statements by members shall count as attendance as well as votes submitted via authenticated online polls as described in the section: **Remote Voting**.

Issue 4: Overhaul Procedures and Policy for Directors (Board)

Directors

Numbers

1. The Board of Directors shall serve without pay and consist of **five (5)** members.
2. All directors must be **a Full Member or equivalent** of the corporation **as defined in the Membership Addendum**.
3. Each director shall serve from the time of their election until their successor is elected and qualifies.

Compensation

1. A director must not be remunerated for being or acting as a director but
 - a. a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the corporation, and
 - b. the corporation may provide insurance and indemnity as permitted by law.

Responsibilities

1. The duties of the Board shall include:
 - a. upholding and advancing the **principles purposes** of the corporation,
 - b. being responsible for the legal, contractual, and financial affairs of the corporation,
 - c. fulfilling all roles required by Ohio law.
2. Any policy affecting the organization at-large will, unless stated otherwise, be decided upon by the voting membership.
3. ~~The Board of Directors is responsible for making sure the officers of **Sad Bee, Inc.** are performing their duties as defined by these by laws, and providing any assistance that the officers may need in performing those duties.~~
 - a. ~~The Board of Directors does not have authority to alter the scope of an Officers' duties or remove an officer from their position; any such decision must be made by a vote of the membership.~~

Elections

- ~~1. Elections for directors shall take place at the annual meeting or another meeting with a quorum.~~
- ~~2. All directors shall be elected at the same time, by the process determined in these bylaws for Votes of the Membership, except that every full member will have **three** votes with which to apply to the nominees. The votes do not have to be for distinct candidates.~~
 - a. ~~The **five** nominees with the most votes shall be the directors until the next election.~~
 - b. ~~If only **five** people are timely nominated to run for director positions and accept their nominations, they shall run unopposed.~~
 - c. ~~If **less than five** people are timely nominated to run for director, then they shall~~

~~run unopposed. An election for the remaining seats shall occur at the meeting. Nominations for candidates to fill the unfilled seats shall be accepted at the meeting, and an election shall follow. That election shall follow all rules for a Vote of the Membership as defined in these bylaws.~~

- ~~d. If nobody is timely nominated to run for director, an election for all **five** seats shall occur at the meeting. Nominations for candidates to fill all **five** seats shall be accepted at the meeting, and an election shall follow. That election shall follow all rules for a Vote of the Membership as defined in the bylaws, except that each Full Member shall get three votes, and the **five** candidates with the most votes shall become at-large directors.~~
- ~~e. If nobody accepts nomination to run for director positions, the existing directors may choose to retain their positions or choose to appoint another member to their seat.~~
- ~~f. If **less than five** people run for director but nobody accepts nomination to run for the other seat(s), one of the then-existing directors may choose to retain his seat or appoint another person to it. The director(s) may choose who retains this power by agreement or, if two want to retain it or appoint a successor, may settle the dispute by calling the result of a coin flip. The coin shall be official United States legal tender, and shall be flipped at the annual meeting by one of the directors.~~

- ~~3. Each member present shall be given an opportunity to be a candidate for each director position on the board.~~

Eligibility

- ~~1. To be nominated to serve as an at-large director, a member must fulfill the same eligibility requirements as an officer as stated elsewhere in these bylaws.~~

Nomination

- ~~1. Nomination of at-large director candidates shall be done by the same process as officer elections as detailed elsewhere in these bylaws.~~

Resignations and Terminations

- ~~1. Any Director may resign at any time by written notice delivered to the other Directors of the corporation.~~
- ~~2. A resignation is effective when the notice is delivered unless the notice specifies a future date.~~
- ~~3. Any Director may be terminated in their role by written petition signed by more than three quarters (3/4ths) of the voting membership.~~
- ~~4. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date.~~
- ~~5. Nominations for people to run to replace the Director who has resigned shall open when the at-large director tenders his resignation, and remain open for one week.~~
- ~~6. Members shall elect the replacement Director among the candidates who have been~~

~~nominated and accepted their nomination, using the Votes of the Membership procedures in these bylaws.~~

- ~~7. The replacement Director's term shall last until new Directors are elected at the next Annual Meeting.~~

Issue 5: Officer Procedures and Requirements changes

Chief Technical Officer

1. The Chief Technical Officer is responsible for ensuring the maintenance and consistency of the technological infrastructure as needed by the organization. This includes, but is not limited to, the website and internal network of the physical space, [and expanding it as necessary to adjust to the needs of the organization.](#)

Chief Operations Officer

1. The Chief Operations Officer is responsible for managing the safety, security and tidiness of the physical space.
2. The Chief Operations Officer is responsible for ~~planning and logistics of official~~ [providing logistical support to](#) events such as classes, workshops and parties.

Duties

1. In their areas of responsibility, Officers are expected to build consensus and work toward the goals of the corporation and its Members.
2. Officers may enlist the help of other members and non-members in meeting their responsibilities.
3. [At the end of their term, Officers are expected to facilitate with the transition process by training the newly elected Officers and helping them become familiar with any day-to-day duties that are not explicitly described in the bylaws or otherwise.](#)

Eligibility

1. In order to be eligible to be nominated as an officer or a director at large, a person must be a ~~Cornerstone or~~ Full Member or equivalent as defined earlier in the Membership Addendum ~~these~~ bylaws for three consecutive months.

Nomination

1. Any qualified member has the right to nominate an eligible person for office.
2. Any qualified member has the right to nominate themselves.
3. Only the nominated candidate can un-nominate themselves..
4. All nominations for director and officer positions are due one week before the annual meeting.
5. If only one person is timely nominated to run for an office and accepts such nomination, they shall run unopposed.
6. If no person is timely nominated to run for an office, nominations for that position may be made at the annual meeting, in person, before the vote. If nobody is nominated in this way, the incumbent may choose to continue in the position or choose to appoint a willing successor.
7. In the event that there is an unfilled officer position at the end of an election, the board may appoint an interim officer that shall serve until a replacement officer is properly elected. These interim officers shall serve no longer than 30 days. If the position is still vacant after the interim, the board must re-appoint a member to the unfilled position.

Issue 6: Change Election Procedures.

Elections

1. Elections for the board of directors and officers shall take place at the annual meeting or [another meeting with quorum](#).
2. All eligible positions shall be elected at the same time, by the process determined in these bylaws for Votes of the Members, with one exception:
 - a. Full members may cast up to **three** votes for the directors at large; these votes do not have to be for separate candidates.
3. If there is more than one candidate for a position, the candidate which obtains the highest number votes from voting members present shall be elected; in the case of the directors, [the candidates receiving the 5 highest vote tallies shall be elected](#). ~~the top 5 vote getters shall be elected.~~
4. ~~If there are no candidates for a position, the outgoing officeholder may, if eligible, elect to serve another term or select any willing member to serve in that position.~~

Issue 7: Overhaul Resignation and Termination Procedures.

Resignations and Terminations

1. Any Officer or Director may resign at any time by written notice delivered to the Board of Directors, Officers and Membership at Large of the corporation.
2. A resignation is effective when the notice is delivered unless the notice specifies a future date.
3. Any officer or director may be terminated in their role by resolution passed by ~~three-quarters~~ Vote of the Membership.
4. ~~The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date.~~
5. Nominations for people to run to replace the officer who has resigned shall open when the office holder tenders resignation, and remain open for one week.
6. Members shall elect the replacement among the candidates who have been nominated and accepted their nomination using the Votes of the Membership procedures in these bylaws.
7. The replacement's term shall last until the next Annual Meeting.

Term

1. ~~An officer's term shall expire at the Annual Meeting following his election.~~
2. The term for each elected office expires at the next Annual Meeting.

Issue 8: Overhaul Definition and Role of Committees

Committees

- ~~1. The Board of Directors may, by resolution, designate an Executive Committee and one or more other committees.~~
- ~~2. Such committees shall have such functions and may exercise such power of the Board of Directors as can lawfully be delegated, and to the extent provided in the resolution or resolutions creating such committee or committees.~~
- ~~3. Meetings of committees may be held without notice at such time and place as shall from time to time be determined by the committees.~~
- ~~4. The committees of the corporation shall keep regular minutes of their proceedings, and report these minutes to the Board of Directors when required.~~

Committees

1. Committees may be formed by the membership at large at any time, provided:
 - a. The committee does not undertake any action that can jeopardize the legal status of the Corporation.
 - b. The committee does not undertake any action that can jeopardize the safety or security of the Membership at Large or The Corporation.
2. A Chairperson for the committee may be chosen from among the committee members.
 - a. Officers and Board Members serve as committee chairpersons.
3. Committees will be expected to provide updates on their activities to the Membership at Large via reports at the weekly meetings, updates via the mailing list, or any other effective method the Committee deems appropriate.
4. Meetings of committees may be held without notice at such time and place as shall from time to time be determined by the committees.
5. The committees of the corporation shall keep regular minutes of their proceedings, and report these minutes to the Membership at Large, the Officers, and the Board of Directors.

Issue 9: Overhaul Procedure to Amend Bylaws

Amendments

1. These bylaws shall be amended by a **two-thirds** Vote of the Membership [present](#) at any Annual or Special member meeting provided a quorum is present and provided a copy of the proposed amendment(s) are provided to each member with the agenda for the meeting, using the procedures stated in the Votes of the Membership section of these bylaws.
2. Proposed amendments to these Bylaws shall be submitted in writing to the [Board of Directors](#) [Membership](#) at least one week in advance of the meeting at which they will be considered for adoption.